DUKES LAURA ALLISON
Form 4
February 19, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUKES LAURA ALLISON

(Last) (First) (Middle)

303 PEACHTREE STREET, NE

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/14/2019		M		1,525.59	A	$ 64.03	24,405.425	D	
Common Stock	02/14/2019		F		441	D	$ 64.03	23,964.425	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units (1)	(1)	02/14/2019		M			1,525.59	02/14/2019	(1)	Common Stock	1,52
Options (2)	$ 27.41							02/26/2016	02/26/2023	Common Stock	5,0
Phantom Stock Units (1)	(1)							02/14/2020	02/14/2020	Common Stock	1,482
Phantom Stock Units (1)	(1)							02/13/2020	02/13/2020	Common Stock	1,840
Phantom Stock Units (1)	(1)							02/13/2021	02/13/2021	Common Stock	1,840
Phantom Stock Units (1)	(1)							08/09/2019	08/09/2019	Common Stock	24,27
Phantom Stock Units (3)	(3)							02/08/2020	(3)	Common Stock	10,689
Phantom Stock Units (3)	(3)							02/08/2021	(3)	Common Stock	10,689
Phantom Stock Units (3)	(3)							02/08/2022	(3)	Common Stock	10,689

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUKES LAURA ALLISON 303 PEACHTREE STREET, NE			Chief Financial Officer	

ATLANTA, GA 30308

Signatures

Curt Phillips, Attorney-in-Fact for L. Allison Dukes	02/19/2019
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents time-vested restricted stock units granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. The Plan is exempt under Rule 16b-3. Units will be settled in shares of common stock. The award agreements contain tax withholding features that allow us to withhold units to satisfy tax withholding obligations.

(2) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.

(3) Represents time-vested restricted stock units granted pursuant to the SunTrust Banks, Inc. 2018 Omnibus Incentive Compensation Plan. The Plan is exempt under Rule 16b-3. Units will be settled in shares of common stock. The award agreements contain tax withholding features that allow us to withhold units to satisfy tax withholding obligations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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